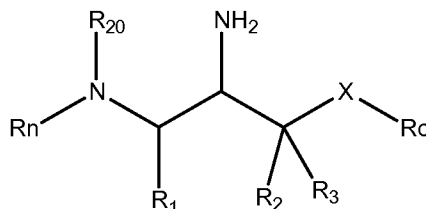


Listing of claims:

The following listing of claims will replace all prior versions and listings of claims in the application.

1. (currently amended) A compound of the formula:



or a pharmaceutically acceptable salt or ester thereof;

wherein X is ~~O, S, NR₂₀, or NR₂₀NR₂₀~~;

wherein each R₂₀ is H, C₁₋₆ alkyl or alkenyl, C₁₋₆ haloalkyl or C₄₋₇ cycloalkyl;

wherein R₁ is ~~-(CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl), or~~

~~C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -O, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, mono- or dialkylamino, -N(R)C(O)R', -OC(=O)-amino and -OC(=O)-mono- or dialkylamino, or~~

~~C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, and mono- or dialkylamino, or~~

~~aryl, heteroaryl, heterocyclyl, -C₁-C₆ alkyl-aryl, -C₁-C₆ alkyl-heteroaryl, or -C₁-C₆ alkyl-heterocyclyl, where the ring portions of each are optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R', -C(=O)-(C₁-C₄) alkyl, -SO₂-amino, -SO₂-~~

mono or dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino, -SO₂-(C₁-C₄) alkyl, or

C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or

C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo;

R and R' independently are hydrogen, C₁-C₁₀ alkyl, C₁-C₁₀ alkylaryl or C₁-C₁₀ alkylheteroaryl;

wherein R_C is hydrogen, -(CR₂₄₅R₂₅₀)₀₋₄-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-aryl-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-aryl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-heteroaryl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-heteroaryl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-heterocyclyl, -(CR₂₄₅R₂₅₀)₀₋₄-heterocyclyl-aryl, -[C(R₂₅₅)(R₂₆₀)]₁₋₃-CO-N-(R₂₅₅)₂, -CH(aryl)₂, -CH(heteroaryl)₂, -CH(heterocyclyl)₂, -CH(aryl)(heteroaryl), -(CH₂)₀₋₁-CH((CH₂)₀₋₆-OH)-(CH₂)₀₋₁-aryl, -(CH₂)₀₋₁-CH((CH₂)₀₋₆-OH-

$(\text{CH}_2)_{0-1}$ -heteroaryl, $-\text{CH}(-\text{aryl or -heteroaryl})-\text{CO}-\text{O}(\text{C}_1-\text{C}_4$
 alkyl), $-\text{CH}(-\text{CH}_2-\text{OH})-\text{CH}(\text{OH})-\text{phenyl}-\text{NO}_2$, $(\text{C}_1-\text{C}_6$ alkyl)- $\text{O}-(\text{C}_1-$
 C_6 alkyl)- OH ; $-\text{CH}_2-\text{NH}-\text{CH}_2-\text{CH}(-\text{O}-\text{CH}_2-\text{CH}_3)_2$, $-(\text{CH}_2)_{0-6}-$
 $\text{C}(=\text{NR}_{235})(\text{NR}_{235}\text{R}_{240})$, or
 C_1-C_{10} alkyl optionally substituted with 1, 2, or 3 groups
 independently selected from the group consisting of
 R_{205} , $-\text{OC}=\text{ONR}_{235}\text{R}_{240}$, $-\text{S}(=\text{O})_{0-2}(\text{C}_1-\text{C}_6$ alkyl), $-\text{SH}$,
 $-\text{NR}_{235}\text{C}=\text{ONR}_{235}\text{R}_{240}$, $-\text{C}=\text{ONR}_{235}\text{R}_{240}$, and $-\text{S}(=\text{O})_2\text{NR}_{235}\text{R}_{240}$, or
 $-(\text{CH}_2)_{0-3}-(\text{C}_3-\text{C}_8)$ cycloalkyl wherein the cycloalkyl is
 optionally substituted with 1, 2, or 3 groups
 independently selected from the group consisting of
 R_{205} , $-\text{CO}_2\text{H}$, and $-\text{CO}_2-(\text{C}_1-\text{C}_4$ alkyl), or
 cyclopentyl, cyclohexyl, or cycloheptyl ring fused to aryl,
 heteroaryl, or heterocyclyl wherein one, two or three
 carbons of the cyclopentyl, cyclohexyl, or cycloheptyl
 is optionally replaced with a heteroatom independently
 selected from NH , NR_{215} , O , or $\text{S}(=\text{O})_{0-2}$, and wherein the
 cyclopentyl, cyclohexyl, or cycloheptyl group can be
 optionally substituted with one or two groups that are
 independently R_{205} , $=\text{O}$, $-\text{CO}-\text{NR}_{235}\text{R}_{240}$, or $-\text{SO}_2-(\text{C}_1-\text{C}_4$
 alkyl), or
 C_2-C_{10} alkenyl or C_2-C_{10} alkynyl, each of which is optionally
 substituted with 1, 2, or 3 R_{205} groups, wherein
 each aryl and heteroaryl is optionally substituted with 1,
 2, or 3 R_{200} , and wherein each heterocyclyl is
 optionally substituted with 1, 2, 3, or 4 R_{210} ;
 R_{200} at each occurrence is independently selected from $-\text{OH}$, $-\text{NO}_2$,
 halogen, $-\text{CO}_2\text{H}$, $\text{C}\equiv\text{N}$, $-(\text{CH}_2)_{0-4}-\text{CO}-\text{NR}_{220}\text{R}_{225}$, $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_1-\text{C}_{12}$
 alkyl), $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_2-\text{C}_{12}$ alkenyl), $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_2-\text{C}_{12}$
 alkynyl), $-(\text{CH}_2)_{0-4}-\text{CO}-(\text{C}_3-\text{C}_7$ cycloalkyl), $-(\text{CH}_2)_{0-4}-\text{CO}-\text{aryl}$,
 $-(\text{CH}_2)_{0-4}-\text{CO}-\text{heteroaryl}$, $-(\text{CH}_2)_{0-4}-\text{CO}-\text{heterocyclyl}$, $-(\text{CH}_2)_{0-4}-$

CO-O-R₂₁₅, -(CH₂)₀₋₄-SO₂-NR₂₂₀R₂₂₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl),
 -(CH₂)₀₋₄-SO₂-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-SO₂-(C₃-C₇ cycloalkyl),
 -(CH₂)₀₋₄-N(H or R₂₁₅)-CO-O-R₂₁₅, -(CH₂)₀₋₄-N(H or R₂₁₅)-CO-
 N(R₂₁₅)₂, -(CH₂)₀₋₄-N-CS-N(R₂₁₅)₂, -(CH₂)₀₋₄-N(-H or R₂₁₅)-CO-R₂₂₀,
 -(CH₂)₀₋₄-NR₂₂₀R₂₂₅, -(CH₂)₀₋₄-O-CO-(C₁-C₆ alkyl), -(CH₂)₀₋₄-O-
 P(O)-(OR₂₄₀)₂, -(CH₂)₀₋₄-O-CO-N(R₂₁₅)₂, -(CH₂)₀₋₄-O-CS-N(R₂₁₅)₂,
 -(CH₂)₀₋₄-O-(R₂₁₅), -(CH₂)₀₋₄-O-(R₂₁₅)-COOH, -(CH₂)₀₋₄-S-(R₂₁₅),
 -(CH₂)₀₋₄-O-(C₁-C₆ alkyl optionally substituted with 1, 2, 3,
 or 5 -F), C₃-C₇ cycloalkyl, -(CH₂)₀₋₄-N(H or R₂₁₅)-SO₂-R₂₂₀,
 -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, or
 C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₂₀₅

groups, or

C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl, each of which is optionally
 substituted with 1 or 2 R₂₀₅ groups, wherein
 the aryl and heteroaryl groups at each occurrence are
 optionally substituted with 1, 2, or 3 groups that are
 independently R₂₀₅, R₂₁₀, or
 C₁-C₆ alkyl substituted with 1, 2, or 3 groups that are
 independently R₂₀₅ or R₂₁₀, and wherein
 the heterocyclyl group at each occurrence is optionally
 substituted with 1, 2, or 3 groups that are
 independently R₂₁₀;

R₂₀₅ at each occurrence is independently selected from C₁-C₆
 alkyl, halogen, -OH, -O-phenyl, -SH, -C≡N, -CF₃, C₁-C₆
 alkoxy, NH₂, NH(C₁-C₆ alkyl) or N-(C₁-C₆ alkyl)(C₁-C₆ alkyl);

R₂₁₀ at each occurrence is independently selected from halogen,
 C₁-C₆ alkoxy, C₁-C₆ haloalkoxy, -NR₂₂₀R₂₂₅, OH, C≡N, -CO-(C₁-C₄
 alkyl), -SO₂-NR₂₃₅R₂₄₀, -CO-NR₂₃₅R₂₄₀, -SO₂-(C₁-C₄ alkyl), =O, or
 C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl or C₃-C₇ cycloalkyl,
 each of which is optionally substituted with 1, 2, or
 3 R₂₀₅ groups;

R₂₁₅ at each occurrence is independently selected from C₁-C₆ alkyl, -(CH₂)₀₋₂-(aryl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, and -(CH₂)₀₋₂-(heteroaryl), -(CH₂)₀₋₂-(heterocyclyl), wherein the aryl group at each occurrence is optionally substituted with 1, 2, or 3 groups that are independently R₂₀₅ or R₂₁₀, and wherein the heterocyclyl and heteroaryl groups at each occurrence are optionally substituted with 1, 2, or 3 R₂₁₀;

R₂₂₀ and R₂₂₅ at each occurrence are independently selected from -H, -C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-O-(C₁-C₃ alkyl), -C₂-C₆ alkenyl, -C₂-C₆ alkynyl, -C₁-C₆ alkyl chain with one double bond and one triple bond, -aryl, -heteroaryl, and -heterocyclyl, or -C₁-C₁₀ alkyl optionally substituted with -OH, -NH₂ or halogen, wherein the aryl, heterocyclyl and heteroaryl groups at each occurrence are optionally substituted with 1, 2, or 3 R₂₇₀ groups

R₂₃₅ and R₂₄₀ at each occurrence are independently H, or C₁-C₆ alkyl;

R₂₄₅ and R₂₅₀ at each occurrence are independently selected from -H, C₁-C₄ alkyl, C₁-C₄ alkylaryl, C₁-C₄ alkylheteroaryl, C₁-C₄ hydroxyalkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkoxy, -(CH₂)₀₋₄-C₃-C₇ cycloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, and phenyl; or

R₂₄₅ and R₂₅₀ are taken together with the carbon to which they are attached to form a carbocycle of 3, 4, 5, 6, or 7 carbon atoms, where one carbon atom is optionally replaced by a heteroatom selected from -O-, -S-, -SO₂-, and -NR₂₂₀-;

R₂₅₅ and R₂₆₀ at each occurrence are independently selected from -H, -(CH₂)₁₋₂-S(O)₀₋₂-(C₁-C₆ alkyl), -(C₁-C₄ alkyl)-aryl, -(C₁-C₄ alkyl)-heteroaryl, -(C₁-C₄ alkyl)-heterocyclyl, -aryl,

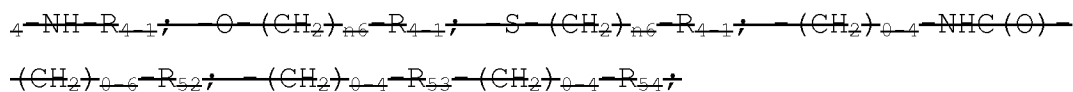
-heteroaryl, -heterocyclyl, $-(CH_2)_{1-4}-R_{265}-(CH_2)_{0-4}-aryl$,
 $-(CH_2)_{1-4}-R_{265}-(CH_2)_{0-4}-heteroaryl$, $-(CH_2)_{1-4}-R_{265}-(CH_2)_{0-4}-$
heterocyclyl, or
 C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl or $-(CH_2)_{0-4}-C_3-C_7$
cycloalkyl, each of which is optionally substituted
with 1, 2, or 3 R_{205} groups, wherein
each aryl or phenyl is optionally substituted with 1, 2, or
3 groups that are independently R_{205} , R_{210} , or
 C_1-C_6 alkyl substituted with 1, 2, or 3 groups that are
independently R_{205} or R_{210} , and wherein
each heterocyclyl is optionally substituted with 1, 2, 3,
or 4 R_{210} ;

R_{265} at each occurrence is independently -O-, -S- or $-N(C_1-C_6$
alkyl)-;

R_{270} at each occurrence is independently R_{205} , halogen C_1-C_6
alkoxy, C_1-C_6 haloalkoxy, $NR_{235}R_{240}$, -OH, $-C\equiv N$, $-CO-(C_1-C_4$
alkyl), $-SO_2-NR_{235}R_{240}$, $-CO-NR_{235}R_{240}$, $-SO_2-(C_1-C_4$ alkyl), =O, or
 C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl or $-(CH_2)_{0-4}-C_3-C_7$
cycloalkyl, each of which is optionally substituted
with 1, 2, or 3 R_{205} groups;

wherein R_n is R'_{100} , ~~$-SO_2R'_{100}$~~ , $-(CRR')_{1-6}R'_{100}$, or $-C(=O)-(CRR')_{0-6}R_{100}$,
 ~~$-C(=O)-(CRR')_{1-6}-O-R'_{100}$~~ , ~~$-C(=O)-(CRR')_{1-6}-S-R'_{100}$~~ ,
 ~~$-C(=O)-(CRR')_{1-6}-C(=O)-R_{100}$~~ , ~~$-C(=O)-(CRR')_{1-6}-SO_2-R_{100}$~~ ,
 ~~$-C(=O)-(CRR')_{1-6}-NR_{100}-R'_{100}$~~ or $\frac{Y-Z-X-(CH_2)_{n7}-CHC(O)-}{R_4}$

~~R_4 is selected from the group consisting of H; NH_2 ; $-NH-(CH_2)_{n6}-R_4$
 $+$; $-NHR_8$; $-NR_{50}C(O)R_5$; C_1-C_4 alkyl $-NHC(O)R_5$; $-(CH_2)_{0-4}R_8$; $-O-C_1-$
 C_4 alkanoyl; OH; C_6-C_{10} aryloxy optionally substituted with
1, 2, or 3 groups that are independently halogen, C_1-C_4
alkyl, $-CO_2H$, $-C(O)-C_1-C_4$ alkoxy, or C_1-C_4 alkoxy; C_1-C_6
alkoxy; aryl C_1-C_4 alkoxy; $-NR_{50}CO_2R_{51}$; C_1-C_4 alkyl $-NR_{50}CO_2R_{51}$;
 $-C\equiv N$; $-CF_3$; $-CF_2-CF_3$; $-C=CH$; $-CH_2-CH=CH_2$; $-(CH_2)_{1-4}-R_{4-1}$; $-(CH_2)_{1-}$~~



wherein

~~n_6 is 0, 1, 2, or 3;~~

~~n_7 is 0, 1, 2, or 3;~~

~~R_{4-1} is selected from the group consisting of $\text{SO}_2\text{---}(\text{C}_1\text{---C}_8$ alkyl), $\text{SO---}(\text{C}_1\text{---C}_8$ alkyl), $\text{S---}(\text{C}_1\text{---C}_8$ alkyl), $\text{S---CO---}(\text{C}_1\text{---C}_6$ alkyl), $\text{SO}_2\text{---NR}_{4-2}\text{R}_{4-3}$, $\text{CO---C}_1\text{---C}_2$ alkyl, $\text{CO---NR}_{4-3}\text{R}_{4-4}$;~~

~~R_{4-2} and R_{4-3} are independently H, $\text{C}_1\text{---C}_3$ alkyl, or $\text{C}_3\text{---C}_6$ cycloalkyl;~~

~~R_{4-4} is alkyl, arylalkyl, alkanoyl, or arylalkanoyl;~~

~~R_{4-6} is H or $\text{C}_1\text{---C}_6$ alkyl;~~

~~R_5 is selected from the group consisting of $\text{C}_3\text{---C}_7$ cycloalkyl, $\text{C}_1\text{---C}_6$ alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, NR_6R_7 , $\text{C}_1\text{---C}_4$ alkoxy, $\text{C}_5\text{---C}_6$ heterocycloalkyl, $\text{C}_5\text{---C}_6$ heteroaryl, $\text{C}_6\text{---C}_{10}$ aryl, $\text{C}_3\text{---C}_7$ cycloalkyl $\text{C}_1\text{---C}_4$ alkyl, $\text{S---C}_1\text{---C}_4$ alkyl, $\text{SO}_2\text{---C}_1\text{---C}_4$ alkyl, CO_2H , CONR_6R_7 , $\text{CO}_2\text{---C}_1\text{---C}_4$ alkyl, $\text{C}_6\text{---C}_{10}$ aryloxy, heteroaryl optionally substituted with 1, 2, or 3 groups that are independently $\text{C}_1\text{---C}_4$ alkyl, $\text{C}_1\text{---C}_4$ alkoxy, halogen, $\text{C}_1\text{---C}_4$ haloalkyl, or OH, heterocycloalkyl optionally substituted with 1, 2, or 3 groups that are independently $\text{C}_1\text{---C}_4$ alkyl, $\text{C}_1\text{---C}_4$ alkoxy, halogen, or $\text{C}_2\text{---C}_4$ alkanoyl, aryl optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, OH, $\text{C}_1\text{---C}_4$ alkyl, $\text{C}_1\text{---C}_4$ alkoxy, or $\text{C}_1\text{---C}_4$ haloalkyl, and NR_6R_7 ; wherein~~

~~R_6 and R_7 are independently selected from the group consisting of H, $\text{C}_1\text{---C}_6$ alkyl, $\text{C}_2\text{---C}_6$ alkanoyl, phenyl, $\text{SO}_2\text{---C}_1\text{---C}_4$ alkyl, phenyl $\text{C}_1\text{---C}_4$ alkyl;~~

~~R_8 is selected from the group consisting of $\text{SO}_2\text{---heteroaryl}$, $\text{SO}_2\text{---aryl}$, $\text{SO}_2\text{---heterocycloalkyl}$, $\text{SO}_2\text{---C}_1\text{---C}_{10}$ alkyl,~~

~~C(O)NHR₃, heterocycloalkyl, S-C₁-C₆-alkyl, S-C₂-C₄-alkanoyl, wherein~~
~~R₃ is aryl-C₁-C₄-alkyl, C₁-C₆-alkyl, or H;~~
~~R₅₀ is H or C₁-C₆-alkyl;~~
~~R₅₁ is selected from the group consisting of aryl-C₁-C₄-alkyl; C₁-C₆-alkyl optionally substituted with 1, 2, or 3 groups that are independently halogen, cyano, heteroaryl, NR₆R₇, C(O)NR₆R₇, C₃-C₇-cycloalkyl, or C₁-C₄-alkoxy; heterocycloalkyl optionally substituted with 1 or 2 groups that are independently C₁-C₄-alkyl, C₁-C₄-alkoxy, halogen, C₂-C₄-alkanoyl, aryl-C₁-C₄-alkyl, and SO₂-C₁-C₄-alkyl; alkenyl; alkynyl; heteroaryl optionally substituted with 1, 2, or 3 groups that are independently OH, C₁-C₄-alkyl, C₁-C₄-alkoxy, halogen, NH₂, NH(C₁-C₆-alkyl) or N(C₁-C₆-alkyl)(C₁-C₆-alkyl); heteroarylalkyl optionally substituted with 1, 2, or 3 groups that are independently C₁-C₄-alkyl, C₁-C₄-alkoxy, halogen, NH₂, NH(C₁-C₆-alkyl) or N(C₁-C₆-alkyl)(C₁-C₆-alkyl); aryl; heterocycloalkyl; C₃-C₆-cycloalkyl; and cycloalkylalkyl; wherein the aryl, heterocycloalkyl, C₃-C₆-cycloalkyl, and cycloalkylalkyl groups are optionally substituted with 1, 2, 3, 4 or 5 groups that are independently halogen, CN, NO₂, C₁-C₆-alkyl, C₁-C₆-alkoxy, C₂-C₆-alkanoyl, C₁-C₆-haloalkyl, C₁-C₆-haloalkoxy, hydroxy, C₁-C₆-hydroxyalkyl, C₁-C₆-alkoxy, C₁-C₆-alkyl, C₁-C₆-thioalkoxy, C₁-C₆-thioalkoxy, C₁-C₆-alkyl, or C₁-C₆-alkoxy-C₁-C₆-alkoxy;~~
~~R₅₂ is heterocycloalkyl, heteroaryl, aryl, cycloalkyl, S(O)₀₋₂-C₁-C₆-alkyl, CO₂H, C(O)NH₂, C(O)NH(alkyl), C(O)N(alkyl)(alkyl), CO₂-alkyl, NHS(O)₀₋₂-C₁-C₆-alkyl, N(alkyl)S(O)₀₋₂-C₁-C₆-alkyl, S(O)₀₋₂-heteroaryl, S(O)₀₋₂-aryl, NH(arylalkyl), N(alkyl)(arylalkyl),~~

~~thioalkoxy, or alkoxy, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, thioalkoxy, halogen, haloalkyl, haloalkoxy, alkanoyl, NO₂, CN, alkoxy carbonyl, or aminocarbonyl;~~

~~R₅₃ is absent, O, C(O), NH, N(alkyl), NH-S(O)₀₋₂, N(alkyl)-S(O)₀₋₂, S(O)₀₋₂-NH, S(O)₀₋₂-N(alkyl), NH-C(S), or N(alkyl)-C(S);~~

~~R₅₄ is heteroaryl, aryl, arylalkyl, heterocycloalkyl, CO₂H, CO₂-alkyl, C(O)NH(alkyl), C(O)N(alkyl) (alkyl), C(O)NH₂, C₁-C₈-alkyl, OH, aryloxy, alkoxy, arylalkoxy, NH₂, NH(alkyl), N(alkyl) (alkyl), or C₁-C₆-alkyl-CO₂-C₁-C₆-alkyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkyl, alkoxy, CO₂H, CO₂-alkyl, thioalkoxy, halogen, haloalkyl, haloalkoxy, hydroxyalkyl, alkanoyl, NO₂, CN, alkoxy carbonyl, or aminocarbonyl;~~

~~X' is selected from the group consisting of C₁-C₆-alkylidenyl optionally optionally substituted with 1, 2, or 3 methyl groups; and NR₄₋₆; or~~

~~R₄ and R₄₋₆ combine to form (CH₂)_{n+0}, wherein n₁₀ is 1, 2, 3, or 4;~~

~~Z is selected from the group consisting of a bond, SO₂, SO, S, and C(O);~~

~~Y is selected from the group consisting of H, C₁-C₄-haloalkyl, C₅-C₆-heterocycloalkyl, C₆-C₁₀-aryl, OH, N(Y₁)(Y₂), C₁-C₁₀-alkyl optionally substituted with 1 thru 3 substituents which can be the same or different and are selected from the group consisting of halogen, hydroxy, alkoxy, thioalkoxy, and haloalkoxy, C₃-C₈-cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₃-alkyl, and halogen; alkoxy; aryl optionally substituted with halogen,~~

~~alkyl, alkoxy, CN or NO₂, arylalkyl optionally substituted with halogen, alkyl, alkoxy, CN or NO₂, wherein~~

~~Y₁ and Y₂ are the same or different and are H; C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 substituents selected from the group consisting of halogen, C₁-C₄ alkoxy, C₃-C₈ cycloalkyl, and OH; C₂-C₆ alkenyl; C₂-C₆ alkanoyl; phenyl; -SO₂-C₁-C₄ alkyl; phenyl C₁-C₄ alkyl; or C₃-C₈ cycloalkyl C₁-C₄ alkyl; or~~

~~Y₁, Y₂ and the nitrogen to which they are attached form a ring selected from the group consisting of piperazinyl, piperidinyl, morpholinyl, and pyrrolidinyl, wherein each ring is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkoxy C₁-C₆ alkyl, or halogen;~~

R₁₀₀ and R'₁₀₀ independently represent aryl, heteroaryl, -aryl-W-aryl, -aryl-W-heteroaryl, -aryl-W-heterocyclyl, -heteroaryl-W-aryl, -heteroaryl-W-heteroaryl, -heteroaryl-W-heterocyclyl, -heterocyclyl-W-aryl, -heterocyclyl-W-heteroaryl, -heterocyclyl-W-heterocyclyl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-aryl, -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heterocyclyl or -CH[(CH₂)₀₋₂-O-R₁₅₀]- (CH₂)₀₋₂-heteroaryl, where the ring portions of each are optionally substituted with 1, 2, or 3 groups independently selected from

-OR, -NO₂, halogen, -C≡N, -OCF₃, -CF₃, -(CH₂)₀₋₄-O-

P(=O)(OR)(OR'), -(CH₂)₀₋₄-CO-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-O-(CH₂)₀₋₄-CONR₁₀₂R'₁₀₂, -(CH₂)₀₋₄-CO-(C₁-C₁₂ alkyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkenyl), -(CH₂)₀₋₄-CO-(C₂-C₁₂ alkynyl), -(CH₂)₀₋₄-CO-(CH₂)₀₋₄(C₃-C₇ cycloalkyl), -(CH₂)₀₋₄-R₁₁₀, -(CH₂)₀₋₄-R₁₂₀, -(CH₂)₀₋₄-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₁₀, -(CH₂)₀₋₄-CO-R₁₂₀, -(CH₂)₀₋₄-CO-R₁₃₀, -(CH₂)₀₋₄-CO-R₁₄₀, -(CH₂)₀₋₄-CO-O-R₁₅₀, -(CH₂)₀₋₄-SO₂-NR₁₀₅R'₁₀₅, -(CH₂)₀₋₄-SO-(C₁-C₈ alkyl), -(CH₂)₀₋₄-SO₂-

(C₁-C₁₂ alkyl), - (CH₂)₀₋₄-SO₂-(CH₂)₀₋₄-(C₃-C₇ cycloalkyl),
 - (CH₂)₀₋₄-N(R₁₅₀)-CO-O-R₁₅₀, - (CH₂)₀₋₄-N(R₁₅₀)-CO-N(R₁₅₀)₂,
 - (CH₂)₀₋₄-N(R₁₅₀)-CS-N(R₁₅₀)₂, - (CH₂)₀₋₄-N(R₁₅₀)-CO-R₁₀₅,
 - (CH₂)₀₋₄-NR₁₀₅R'₁₀₅, - (CH₂)₀₋₄-R₁₄₀, - (CH₂)₀₋₄-O-CO-(C₁-C₆
 alkyl), - (CH₂)₀₋₄-O-P(O)-(O-R₁₁₀)₂, - (CH₂)₀₋₄-O-CO-N(R₁₅₀)₂,
 - (CH₂)₀₋₄-O-CS-N(R₁₅₀)₂, - (CH₂)₀₋₄-O-(R₁₅₀), - (CH₂)₀₋₄-O-
 R₁₅₀'-COOH, - (CH₂)₀₋₄-S-(R₁₅₀), - (CH₂)₀₋₄-N(R₁₅₀)-SO₂-R₁₀₅,
 - (CH₂)₀₋₄-C₃-C₇ cycloalkyl, (C₂-C₁₀)alkenyl, or (C₂-
 C₁₀)alkynyl, or

R₁₀₀ is C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 R₁₁₅
 groups, or

R₁₀₀ is -(C₁-C₆ alkyl)-O-C₁-C₆ alkyl) or -(C₁-C₆ alkyl)-S-(C₁-C₆
 alkyl), each of which is optionally substituted with 1, 2,
 or 3 R₁₁₅ groups, or

R₁₀₀ is C₃-C₈ cycloalkyl optionally substituted with 1, 2, or 3
 R₁₁₅ groups;

W is -(CH₂)₀₋₄-, -O-, -S(O)₀₋₂-, -N(R₁₃₅)-, -CR(OH)- or -C(O)-;

R₁₀₂ and R'₁₀₂ independently are hydrogen, or

C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups
 that are independently halogen, aryl or -R₁₁₀;

R₁₀₅ and R'₁₀₅ independently represent -H, -R₁₁₀, -R₁₂₀, C₃-C₇
 cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), -(C₁-C₆ alkyl)-
 O-(C₁-C₃ alkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, or C₁-C₆ alkyl
 chain with one double bond and one triple bond, or
 C₁-C₆ alkyl optionally substituted with -OH or -NH₂; or,
 C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups
 independently selected from halogen, or

R₁₀₅ and R'₁₀₅ together with the atom to which they are attached
 form a 3 to 7 membered carbocyclic ring, where one member is
 optionally a heteratom selected from -O-, -S(O)₀₋₂-,
 -N(R₁₃₅)-, the ring being optionally substituted with 1, 2
 or three R₁₄₀ groups;

R₁₁₅ at each occurrence is independently halogen, -OH, -CO₂R₁₀₂, -C₁-C₆ thioalkoxy, -CO₂-phenyl, -NR₁₀₅R'₁₃₅, -SO₂-(C₁-C₈ alkyl), -C(=O)R₁₈₀, R₁₈₀, -CONR₁₀₅R'₁₀₅, -SO₂NR₁₀₅R'₁₀₅, -NH-CO-(C₁-C₆ alkyl), -NH-C(=O)-OH, -NH-C(=O)-OR, -NH-C(=O)-O-phenyl, -O-C(=O)-(C₁-C₆ alkyl), -O-C(=O)-amino, -O-C(=O)-mono- or dialkylamino, -O-C(=O)-phenyl, -O-(C₁-C₆ alkyl)-CO₂H, -NH-SO₂-(C₁-C₆ alkyl), C₁-C₆ alkoxy or C₁-C₆ haloalkoxy;

R₁₃₅ is C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₇ cycloalkyl, -(CH₂)₀₋₂-(aryl), -(CH₂)₀₋₂-(heteroaryl), or -(CH₂)₀₋₂-(heterocyclyl);

R₁₄₀ is heterocyclyl optionally substituted with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₅₀ is hydrogen, C₃-C₇ cycloalkyl, -(C₁-C₂ alkyl)-(C₃-C₇ cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4 groups independently selected from -OH, -NH₂, C₁-C₃ alkoxy, R₁₁₀, and halogen;

R₁₅₀' is C₃-C₇ cycloalkyl, -(C₁-C₃ alkyl)-(C₃-C₇ cycloalkyl), C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkyl with one double bond and one triple bond, -R₁₁₀, -R₁₂₀, or C₁-C₆ alkyl optionally substituted with 1, 2, 3, or 4 groups independently selected from -OH, -NH₂, C₁-C₃ alkoxy, R₁₁₀, and halogen;

R₁₈₀ is selected from morpholinyl, thiomorpholinyl, piperazinyl, piperidinyl, homomorpholinyl, homothiomorpholinyl, homothiomorpholinyl S-oxide, homothiomorpholinyl S,S-

dioxide, pyrrolinyl and pyrrolidinyl, each of which is optionally substituted with 1, 2, 3, or 4 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono(C₁-C₆)alkylamino, di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, mono(C₁-C₆)alkylamino(C₁-C₆)alkyl, di(C₁-C₆)alkylamino(C₁-C₆)alkyl, and =O;

R₁₁₀ is aryl optionally substituted with 1 or 2 R₁₂₅ groups;

R₁₂₅ at each occurrence is independently halogen, amino, mono- or dialkylamino, -OH, -C≡N, -SO₂-NH₂, -SO₂-NH-C₁-C₆ alkyl, -SO₂-N(C₁-C₆ alkyl)₂, -SO₂-(C₁-C₄ alkyl), -CO-NH₂, -CO-NH-C₁-C₆ alkyl, or -CO-N(C₁-C₆ alkyl)₂, or

C₁-C₆ alkyl, C₂-C₆ alkenyl or C₂-C₆ alkynyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently selected from C₁-C₃ alkyl, halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, and mono- and dialkylamino, or

C₁-C₆ alkoxy optionally substituted with one, two or three of halogen;

R₁₂₀ is heteroaryl, which is optionally substituted with 1 or 2 R₁₂₅ groups; and

R₁₃₀ is heterocyclyl optionally substituted with 1 or 2 R₁₂₅ groups;

~~R₂ is selected from the group consisting of H; and C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents that are independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C=N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; wherein~~

~~R_{1-a} and R_{1-b} are H or C₁-C₆ alkyl; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CONR_{N-2}R_{N-3}; -SO₂NR_{N-2}R_{N-3}; -CO₂H; and -CO₂-(C₁-C₄ alkyl);~~

~~R₃ is selected from the group consisting of H; C₁-C₆ alkyl, optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of C₁-C₃ alkyl, halogen, -OH, -SH, -C=N, -CF₃, C₁-C₃ alkoxy, and -NR_{1-a}R_{1-b}; -(CH₂)₀₋₄-aryl; -(CH₂)₀₋₄-heteroaryl; C₂-C₆ alkenyl; C₂-C₆ alkynyl; -CO-NR_{N-2}R_{N-3}; -SO₂-NR_{N-2}R_{N-3}; -CO₂H; and -CO-O-(C₁-C₄ alkyl); wherein~~

~~R_{N-2} and R_{N-3} at each occurrence are independently selected from the group consisting of C₁-C₆ alkyl optionally substituted with 1, 2, or 3 groups independently selected from the group consisting of -OH, -NH₂, phenyl and halogen; C₃-C₈ cycloalkyl; (C₁-C₂ alkyl)-(C₃-C₈ cycloalkyl); (C₁-C₆ alkyl)-O-(C₁-C₃ alkyl); C₂-C₆ alkenyl; C₂-C₆ alkynyl; C₁-C₆ alkyl chain with one double bond and one triple bond; aryl; heteroaryl; heterocycloalkyl; or~~

~~—R_{N-2}, R_{N-3} and the nitrogen to which they are attached form a 5, 6, or 7 membered heterocycloalkyl or heteroaryl group, wherein said heterocycloalkyl or heteroaryl group is optionally fused to a benzene, pyridine, or pyrimidine ring, and said groups are~~

~~unsubstituted or substituted with 1, 2, 3, 4, or 5 groups that at each occurrence are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, halo C₁-C₆ alkyl, halo C₁-C₆ alkoxy, -CN, -NO₂, -NH₂, NH(C₁-C₆ alkyl), N(C₁-C₆ alkyl)(C₁-C₆ alkyl), -OH, -C(O)NH₂, -C(O)NH(C₁-C₆ alkyl), -C(O)N(C₁-C₆ alkyl)(C₁-C₆ alkyl), C₁-C₆ alkoxy C₁-C₆ alkyl, C₁-C₆ thioalkoxy, and C₁-C₆ thioalkoxy C₁-C₆ alkyl;~~

~~or wherein,~~

~~R₂, R₃ and the carbon to which they are attached form a carbocycle of three thru seven carbon atoms, wherein one carbon atom is optionally replaced by a group selected from -O-, -S-, -SO₂-, or -NR_{N-2}.~~

2. (original) A compound according to claim 1, wherein R_n is -C(=O)-(CRR')₁₋₆R₁₀₀.

3. (original) A compound according to claim 1, wherein R_n is -C(=O)-(CRR')₀₋₆R₁₀₀, where R₁₀₀ is not -heterocyclyl-W-aryl.

4-7. (canceled)

8. (currently amended) A compound according to claim ~~7~~ 3, wherein R₁ is

~~-(CH₂)-aryl, -(CH₂)-heteroaryl, or -(CH₂)-heterocyclyl,~~
where the ring portions ~~of each are~~ is optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, -OH, -SH, -C≡N, -NO₂, -NR₁₀₅R'₁₀₅, -CO₂R, -N(R)COR', or -N(R)SO₂R' (where R₁₀₅, R'₁₀₅, R and R' are as defined above), -C(=O)-(C₁-C₄) alkyl, -SO₂-

amino, -SO₂-mono or dialkylamino, -C(=O)-amino, -C(=O)-mono or dialkylamino, -SO₂-(C₁-C₄) alkyl, or C₁-C₆ alkoxy optionally substituted with 1, 2, or 3 groups which are independently selected from halogen, or C₃-C₇ cycloalkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, -C₁-C₆ alkyl and mono- or dialkylamino, or C₁-C₁₀ alkyl optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, -C₁-C₃ alkoxy, amino, mono- or dialkylamino and -C₁-C₃ alkyl, or C₂-C₁₀ alkenyl or C₂-C₁₀ alkynyl each of which is optionally substituted with 1, 2, or 3 groups independently selected from halogen, -OH, -SH, -C≡N, -CF₃, C₁-C₃ alkoxy, amino, C₁-C₆ alkyl and mono- or dialkylamino; and the heterocyclyl group is optionally further substituted with oxo.

9. (currently amended) A compound according to claim 8, wherein R₁ is

~~-CH₂-phenyl or -CH₂-pyridinyl~~ where the ring portions of ~~each are~~ is optionally substituted with 1, 2, 3, or 4 groups independently selected from halogen, C₁-C₄ alkoxy, hydroxy, -NO₂, and

C₁-C₄ alkyl optionally substituted with 1, 2, or 3 substituents independently selected from halogen, OH, SH, NH₂, NH(C₁-C₆ alkyl), N-(C₁-C₆ alkyl)(C₁-C₆ alkyl), C≡N, CF₃.

10. (currently amended) A compound according to claim 9, wherein R₁ is

~~-CH₂-phenyl or -CH₂-pyridinyl~~ where the phenyl ~~or pyridinyl~~
~~rings are each~~ is optionally substituted with 1 or 2 groups
independently selected from halogen, C₁-C₂ alkyl, C₁-C₂
alkoxy, hydroxy, -CF₃, and -NO₂.

11. (original) A compound according to claim 10, wherein R₁ is -CH₂-phenyl where the phenyl ring is optionally substituted with 2 groups independently selected from halogen, C₁-C₂ alkyl, C₁-C₂ alkoxy, hydroxy, and -NO₂.

12. (currently amended) A compound according to claim 11, wherein R₁ is ~~is~~-benzyl, or 3,5-difluorobenzyl.

13-16. (canceled)

17. (original) A compound according to claim 1 selected from the group consisting of:

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-methyl-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-bromo-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-cyano-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-(1,3-oxazol-2-yl)-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-

ethylbenzyl)oxy]propyl}-N,N-dipropyl-5-(1,3-thiazol-2-yl)isophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-ethynyl-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-ethyl-N,N-dipropylisophthalamide;

N³-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-N¹,N¹-dipropylbenzene-1,3,5-tricarboxamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-[(dimethylamino)methyl]-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethynylbenzyl)oxy]propyl}-5-(1,3-oxazol-2-yl)-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethynylbenzyl)oxy]propyl}-5-methyl-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-(trifluoromethyl)benzyl)oxy]propyl)-5-(1,3-oxazol-2-yl)-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-(trifluoromethyl)benzyl)oxy]propyl)-5-methyl-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-isopropylbenzyl)oxy]propyl)-5-(1,3-oxazol-2-yl)-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-isopropylbenzyl)oxy]propyl)-5-methyl-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-methoxybenzyl)oxy]propyl)-5-(1,3-oxazol-2-yl)-N,N-dipropylisophthalamide;

N'-{(1S)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-

methoxybenzyl)oxy]propyl}-5-methyl-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-ethynylphenyl)cyclopropyl]oxy}propyl)-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-ethynylphenyl)cyclopropyl]oxy}propyl)-5-methyl-*N,N*-dipropylisophthalamide;

N'-[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-({1-[3-(trifluoromethyl)phenyl]cyclopropyl}oxy)propyl]-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N'-[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-({1-[3-(trifluoromethyl)phenyl]cyclopropyl}oxy)propyl]-5-methyl-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-isopropylphenyl)cyclopropyl]oxy}propyl)-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-isopropylphenyl)cyclopropyl]oxy}propyl)-5-methyl-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-methoxyphenyl)cyclopropyl]oxy}propyl)-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-methoxyphenyl)cyclopropyl]oxy}propyl)-5-methyl-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cyclopropyl]oxy}propyl)-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N'-((1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-{[1-(3-ethylphenyl)cyclopropyl]oxy}propyl)-5-methyl-*N,N*-dipropylisophthalamide;

N^4 -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-6-(1,3-oxazol-2-yl)- N^2,N^2 -dipropylpyridine-2,4-dicarboxamide;

N^4 -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-6-methyl- N^2,N^2 -dipropylpyridine-2,4-dicarboxamide;

N^2 -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-6-(1,3-oxazol-2-yl)- N^4,N^4 -dipropylpyridine-2,4-dicarboxamide;

N^2 -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-6-methyl- N^4,N^4 -dipropylpyridine-2,4-dicarboxamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-*N*-ethyl-5-(1,3-oxazol-2-yl)-*N*-propylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-*N*-ethyl-5-methyl-*N*-propylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-*N*-butyl-*N*-methyl-5-(1,3-oxazol-2-yl)isophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-*N*-butyl-*N*,5-dimethylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(3-ethylbenzyl)oxy]propyl}-5-methyl-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(6-ethylpyridin-2-yl)methoxy]propyl}-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(6-ethylpyridin-2-yl)methoxy]propyl}-5-methyl-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(4-ethylpyridin-2-yl)methoxy]propyl}-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(4-ethylpyridin-2-yl)methoxy]propyl}-5-methyl-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(4-ethylpyrimidin-2-yl)methoxy]propyl}-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -{(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-[(4-ethylpyrimidin-2-yl)methoxy]propyl}-5-methyl-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-3-butoxy-1-(3,5-difluorobenzyl)propyl]-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-3-butoxy-1-(3,5-difluorobenzyl)propyl]-5-methyl-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-(3-methylbutoxy)propyl]-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-(3-methylbutoxy)propyl]-5-methyl-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-propoxypropyl]-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-propoxypropyl]-5-methyl-*N,N*-dipropylisophthalamide;

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-isobutoxypropyl]-5-(1,3-oxazol-2-yl)-*N,N*-dipropylisophthalamide; and

N' -[(1*S*)-2-amino-1-(3,5-difluorobenzyl)-3-isobutoxypropyl]-5-methyl-*N,N*-dipropylisophthalamide.

18. (withdrawn) A method of treating a patient who has, or in preventing a patient from getting, a disease or condition selected from the group consisting of Alzheimer's disease, for helping prevent or delay the onset of Alzheimer's disease, for treating patients with mild cognitive impairment (MCI) and

preventing or delaying the onset of Alzheimer's disease in those who would progress from MCI to AD, for treating Down's syndrome, for treating humans who have Hereditary Cerebral Hemorrhage with Amyloidosis of the Dutch-Type, for treating cerebral amyloid angiopathy and preventing its potential consequences, i.e. single and recurrent lobar hemorrhages, for treating other degenerative dementias, including dementias of mixed vascular and degenerative origin, dementia associated with Parkinson's disease, dementia associated with progressive supranuclear palsy, dementia associated with cortical basal degeneration, diffuse Lewy body type of Alzheimer's disease and who is in need of such treatment which comprises administration of a therapeutically effective amount of a compound or salt according to claim 1.

19. (original) A method for making a compound according to claim 1.

20. (currently amended) A pharmaceutical composition comprising a compound according to ~~claims~~claim 1 in combination with a physiologically acceptable carrier or excipient.

21-22. (cancelled).